

GREAT-WEST  
RECEIVED LIFE CO INC.

January 12, 2006

2005 JAN 18 P 1:13

Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporate Finance  
450 Fifth Street, N.W.  
Washington, DC  
USA 20549

BY COURIER



06010279

Dear Sirs:

**RE: Great-West Lifeco Inc. (the "Corporation")**  
**Exemption Number 82-34728**

SUPPL

Pursuant to Rule 12g3-2(b) exemption of the Corporation in the United States, attached please find copies of the Reports filed for shares purchased and cancelled under the Corporation's continuing Normal Course Issuer Bid dated:

- December 7, 2005 (common shares).
- December 9, 2005 (common shares).
- December 21, 2005 (common shares and preferred Series E shares).
- December 23, 2005 (common shares, preferred Series D and Series E shares).
- December 30, 2005 (common shares).

Also enclosed, pursuant to Rule 12g3-2(b) exemption of the Corporation in the United States, attached please find a copy of a Press Release dated December 15, 2005, which was filed on SEDAR that day.

Please contact me directly at (204) 926-5364 if you have any questions.

Sincerely,

Bronya Rae-Pemberton  
Associate Manager  
Corporate Secretary's Office  
Encls.

PROCESSED

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THOMSON  
FINANCIAL

2005-12-13, 16:56:40, EST

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Insider: Great-West Life

Issuer: Great-West Life

Security: Common Sha

Security designation

Common Shares

Opening balance of securities held 40000

Filing date

2005-12-13

Date of transaction

2005-12-07

Nature of transaction

38 - Redemption, retraction, cancellation, repurchase

Number or value of securities  
disposed of

40000

Unit price or exercise price

Currency

Canadian Dollar

Closing balance of securities held 0

General remarks (if necessary to  
describe the transaction)Shares purchased for cancellation by way of Normal Course  
Issuer Bid.Private remarks to securities  
regulatory authorities

Next

2005-12-13, 16:55:38, EST

Insider: Great-West Life

Issuer: Great-West Life

Security: Common Sha

Security designation

Common Shares

Opening balance of securities held

0

Filing date

2005-12-13

Date of transaction

2005-12-07

Nature of transaction

38 - Redemption, retraction, cancellation, repurchase

Number or value of securities  
acquired

40000

Unit price or exercise price

30.0097

Currency

Canadian Dollar

Closing balance of securities held

40000

General remarks (if necessary to  
describe the transaction)Shares purchased for cancellation by way of Normal Course  
Issuer Bid.Private remarks to securities  
regulatory authorities

Next

**2005-12-16, 14:01:45, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

Security designation                      Common Shares

Opening balance of securities held    40000

Filing date                                      2005-12-16

Date of transaction                          2005-12-09

Nature of transaction                      38 - Redemption, retraction, cancellation, repurchase

Number or value of securities  
disposed of                                      40000

Unit price or exercise price    Currency                      Canadian Dollar

Closing balance of securities held    0

General remarks *(if necessary to  
describe the transaction)*Shares purchased for cancellation by way of Normal Course  
Issuer Bid.Private remarks to securities  
regulatory authorities

Next

**2005-12-16, 14:00:23, EST**

<b>Insider:</b> Great-West Life	<b>Issuer:</b> Great-West Life	<b>Security:</b> Common Sha
Security designation	Common Shares	
Opening balance of securities held	0	
Filing date	2005-12-16	
Date of transaction	2005-12-09	
Nature of transaction	38 - Redemption, retraction, cancellation, repurchase	
Number or value of securities acquired	40000	
Unit price or exercise price	29.6906	Currency Canadian Dollar
Closing balance of securities held	40000	
General remarks <i>(if necessary to describe the transaction)</i>	Shares purchased for cancellation by way of Normal Course Issuer Bid.	
Private remarks to securities regulatory authorities		

Next

**2006-01-06, 13:50:41, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Convertibl Series

Security designation	Convertible Preferred Shares Series E		
Opening balance of securities held	8000		
Filing date	2006-01-06		
Date of transaction	2005-12-09		
Nature of transaction	38 - Redemption, retraction, cancellation, repurchase		
Number or value of securities disposed of	8000		
Unit price or exercise price		Currency	Canadian Dollar
Closing balance of securities held	0		

General remarks *(if necessary to describe the transaction)*

Shares purchased for cancellation by way of Normal Course Issuer Bid.

Private remarks to securities regulatory authorities

Next

**2006-01-06, 13:49:38, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Convertibl Series

Security designation                      Convertible Preferred Shares Series E

Opening balance of securities held    0

Filing date                                      2006-01-06

Date of transaction                          2005-12-09

Nature of transaction                      38 - Redemption, retraction, cancellation, repurchase

Number or value of securities  
acquired                                      8000

Unit price or exercise price              27.8720                      Currency              Canadian Dollar

Closing balance of securities held    8000

General remarks *(if necessary to  
describe the transaction)*Shares purchased for cancellation by way of Normal Course  
Issuer Bid.Private remarks to securities  
regulatory authorities

Next

2005-12-29, 11:31:57, EST

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Insider: Great-West Life

Issuer: Great-West Life Security: Common Sha

Security designation

Common Shares

Opening balance of securities held

40000

Filing date

2005-12-29

Date of transaction

2005-12-21

Nature of transaction

38 - Redemption, retraction, cancellation, repurchase

Number or value of securities  
disposed of

40000

Unit price or exercise price

Currency

Canadian Dollar

Closing balance of securities held 0

General remarks (if necessary to  
describe the transaction)Shares purchased for cancellation by way of Normal Course  
Issuer Bid.Private remarks to securities  
regulatory authorities

Next



**2005-12-29, 11:30:07, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

Security designation                      Common Shares

Opening balance of securities held    0

Filing date                                      2005-12-29

Date of transaction                          2005-12-21

Nature of transaction                      38 - Redemption, retraction, cancellation, repurchase

Number or value of securities  
acquired                                      40000

Unit price or exercise price    Currency                      Canadian Dollar

Closing balance of securities held    40000

General remarks *(if necessary to  
describe the transaction)*Shares purchased for cancellation by way of Normal Course  
Issuer Bid.Private remarks to securities  
regulatory authorities[Next](#)

2006-01-06, 13:10:07, EST

RECEIVED

Insider: Great-West Life

Issuer: Great-West Life P 1:18 Security: Common Sha

Security designation

Common Shares

Opening balance of securities held

39500

Filing date

2006-01-06

Date of transaction

2005-12-23

Nature of transaction

38 - Redemption, retraction, cancellation, repurchase

Number or value of securities  
disposed of

39500

Unit price or exercise price

Currency

Canadian Dollar

Closing balance of securities held 0

General remarks (if necessary to  
describe the transaction)Shares purchased for cancellation by way of Normal Course  
Issuer Bid.Private remarks to securities  
regulatory authorities

Next

**2006-01-06, 13:08:57, EST**

<b>Insider:</b> Great-West Life	<b>Issuer:</b> Great-West Life	<b>Security:</b> Common Sha	
Security designation	Common Shares		
Opening balance of securities held	0		
Filing date	2006-01-06		
Date of transaction	2005-12-23		
Nature of transaction	38 - Redemption, retraction, cancellation, repurchase		
Number or value of securities acquired	39500		
Unit price or exercise price	30.1813	Currency	Canadian Dollar
Closing balance of securities held	39500		
General remarks <i>(if necessary to describe the transaction)</i>	Shares purchased for cancellation by way of Normal Course Issuer Bid.		
Private remarks to securities regulatory authorities			

Next

**2006-01-06, 13:42:57, EST**

<b>Insider:</b> Great-West Life	<b>Issuer:</b> Great-West Life	<b>Security:</b> Convertibl Series
Security designation	Convertible Preferred Shares Series D	
Opening balance of securities held	8200	
Filing date	2006-01-06	
Date of transaction	2005-12-23	
Nature of transaction	38 - Redemption, retraction, cancellation, repurchase	
Number or value of securities disposed of	8200	
Unit price or exercise price	Currency	Canadian Dollar
Closing balance of securities held	0	
General remarks <i>(if necessary to describe the transaction)</i>	Shares purchased for cancellation by way of Normal Course Issuer Bid.	
Private remarks to securities regulatory authorities		

Next

**2006-01-06, 13:41:38, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Convertibl Series

Security designation	Convertible Preferred Shares Series D		
Opening balance of securities held	0		
Filing date	2006-01-06		
Date of transaction	2005-12-23		
Nature of transaction	38 - Redemption, retraction, cancellation, repurchase		
Number or value of securities acquired	8200		
Unit price or exercise price	27.4496	Currency	Canadian Dollar
Closing balance of securities held	8200		

General remarks *(if necessary to describe the transaction)*

Shares purchased for cancellation by way of Normal Course Issuer Bid.

Private remarks to securities regulatory authorities

Next

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2006 JAN 18 P 1:18  
OFFICE OF INTERVENTION  
CORPORATE FINANCE

**2006-01-06, 13:52:06, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Convertibl Series

Security designation	Convertible Preferred Shares Series E		
Opening balance of securities held	0		
Filing date	2006-01-06		
Date of transaction	2005-12-23		
Nature of transaction	38 - Redemption, retraction, cancellation, repurchase		
Number or value of securities acquired	12300		
Unit price or exercise price	27.8244	Currency	Canadian Dollar
Closing balance of securities held	12300		

**General remarks** *(if necessary to describe the transaction)*

Shares purchased for cancellation by way of Normal Course Issuer Bid.

**Private remarks to securities regulatory authorities**

Next

**2006-01-06, 13:53:09, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Convertibl Series

Security designation	Convertible Preferred Shares Series E		
Opening balance of securities held	12300		
Filing date	2006-01-06		
Date of transaction	2005-12-23		
Nature of transaction	38 - Redemption, retraction, cancellation, repurchase		
Number or value of securities disposed of	12300		
Unit price or exercise price		Currency	Canadian Dollar
Closing balance of securities held	0		

General remarks *(if necessary to describe the transaction)*

Shares purchased for cancellation by way of Normal Course Issuer Bid.

Private remarks to securities regulatory authorities

Next

**2006-01-11, 12:18:28, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

Security designation                      Common Shares

Opening balance of securities held    24000

Filing date                                      2006-01-11

Date of transaction                        2005-12-30

Nature of transaction                    38 - Redemption, retraction, cancellation, repurchase

Number or value of securities  
disposed of                                24000

Unit price or exercise price    Currency                      Canadian Dollar

Closing balance of securities held    0

General remarks *(if necessary to  
describe the transaction)*Shares purchased for cancellation by way of Normal Course  
Issuer Bid.Private remarks to securities  
regulatory authorities

Next



**2006-01-11, 12:17:10, EST****Insider:** Great-West Life**Issuer:** Great-West Life**Security:** Common Sha

Security designation                      Common Shares

Opening balance of securities held    0

Filing date                                      2006-01-11

Date of transaction                          2005-12-30

Nature of transaction                      38 - Redemption, retraction, cancellation, repurchase

Number or value of securities  
acquired                                      24000

Unit price or exercise price              30.4527                      Currency              Canadian Dollar

Closing balance of securities held    24000

General remarks *(if necessary to  
describe the transaction)*Shares purchased for cancellation by way of Normal Course  
Issuer Bid.Private remarks to securities  
regulatory authorities

Next

# GREAT-WEST LIFECO INC.

RELEASE

TSX:GWO

## **Great-West Lifeco announces senior management appointments**

*Winnipeg, Dec. 15, 2005 . . .* Great-West Life & Annuity Insurance Company (a subsidiary of Great-West Lifeco Inc.) today announced that William T. McCallum will retire as President and CEO on Dec. 31, 2005, after a distinguished 41-year career with Great-West.

Mr. McCallum has been appointed Vice-Chairman of the Board of Great-West Life & Annuity (GWL&A) effective Jan. 1, 2006 and will continue as a Director of GWL&A, and as a Director of Lifeco.

Raymond L. McFeetors has been appointed President and Chief Executive Officer of GWL&A effective Jan. 1, 2006. Mr. McFeetors will continue to serve as President and CEO of The Great-West Life Assurance Company, London Life Insurance Company, and The Canada Life Assurance Company, as well as Great-West Lifeco Inc.

Two other senior management appointments were also announced, effective immediately. William L. Acton, currently Executive Vice-President, Europe is appointed President and Chief Operating Officer, Europe. Denis J. Devos, currently Executive Vice-President, Individual Insurance & Investment Products, is appointed President and Chief Operating Officer, Canada.

Great-West Lifeco Inc. is a financial services holding company with interests in the life insurance, health insurance, retirement savings and reinsurance businesses. The Company has operations in Canada and internationally through The Great-West Life Assurance Company, London Life Insurance Company and The Canada Life Assurance Company, and in the United States through Great-West Life & Annuity Insurance Company. Lifeco and its companies have more than \$174 billion in assets under administration. Lifeco is a member of the Power Financial Corporation group of companies.

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### **For more information contact:**

Canada: Marlene Klassen, Director, Media & Public Relations (204) 946-7705  
United States: Lisa Gigax, Director, Corporate Affairs (303) 737-6290

100 Osborne Street North, Winnipeg, MB Canada R3C 3A5

A member of the Power Financial Corporation group of companies.